

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
: :
: : Case No. 05-44481 (RRD)
DELPHI CORPORATION, et al., :
: : (Jointly Administered)
: :
-----X

**ORDER, PURSUANT TO SECTION 1114(d) OF THE
BANKRUPTCY CODE, DIRECTING THE APPOINTMENT OF
A COMMITTEE OF NON-UNION RETIRED EMPLOYEES**

This matter coming before the Court on Motion to Appoint Retiree Committee Pursuant to 11 U.S.C. §1114(d), (the "Motion"),¹ filed by Paul M. Higgins, James Conger, Doug A. Kittle, Joni Walls (the "Named Retirees") and the other retirees identified in Exhibit A to the Motion, the Court having reviewed the Motion and having heard the statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and venue of this proceeding is proper in this District pursuant to 28 U.S.C. § 1409, (b) this is core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) notice of the Motion and the Hearing was sufficient under the circumstances, (d) in light of the circumstances, the requirements of Local Bankruptcy Rule 9013-1(b) that a separate memorandum of law be filed in support of the Motion is waived, (e) the appointment of the Retiree Committee, pursuant to 11 U.S.C. § 1114(d) is in the best interests of the Debtors' respective estates and is appropriate under the circumstances and (f) the Selection Procedures for the appointment of the Retiree Committee described in the Motion are fair and are reasonably designed to result in a balanced and representative Retiree Committee; and the Court

having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The U.S. Trustee shall appoint a committee of retirees under section 1114(d) of the Bankruptcy Code, which shall serve as the sole authorized representative under 11 U.S.C. § 1114 of those persons receiving any retiree benefits (as defined by 11 U.S.C. § 1114(a) not covered by a collective bargaining agreement.
3. Nothing contained in the Motion or this Order shall be deemed a finding that the Debtors have any obligation to any retiree.
4. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
February __, 2009

UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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DELPHI CORPORATION, et al.,	:	
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EXHIBIT A

LIST OF DELPHI RETIREES REQUESTING
OBJECTION BE FILED ON THEIR BEHALF¹

Steve Weflen
Darrel W. O'Neil
Jeannie Thomas
Randall R. Grimm
Jean A. Mize
Peggy Allan
Ken Haima
Jill G. Hersberger
Jim Frost
Scott Auble
Marilyn Shirley
Larry Massie
Terri Lynn Andujal
Frank Sandor
James G. McMillen
John A. Kirchgraber
David Nelson
Steven Groves
Lawrence W. Drozan
Diana L. Grider
Marybeth & Chuck Cunningham
Edward A. Golick
Michelle Troxell
Melvyn Floyd
Ben Lewis
James Kines
Christine M. Hankley
Fred J. Horner
James Erickson
Ann Terry
John A. Laitala
Mark B. Kearney
W. Lloyd Piper
Jeff M. Gloudemans
Larry Van De Wege
John L. Martel
Gary L. Walls
Glenda K. Magee
James Crouse
Charles E. Stone III

¹ A few of the abovenoted retirees also filed separate Objections but expressed their request to be included in this Objection.

Mike Middleton
Lawrence F. Croisdale
Gene R. Miller
Rick Cruse
Hank Verwohlt
Pat Rosa
Phil Webber
Terrence M. Dawson
James A. Tkach
Timothy C. Tinch
Douglass L. Cole
Paul V. Palovich
Thomas Schaeff
George E. Brand
Robert & Debra von Schwedler
Jim Buczkowski
Richard Chandler
Daniel Lee McMillon
Gwenndolyn Mullee
Kathy Murphy
Michael H. Froning
James Money
Michael Schuplin
Lydia G. Ferris
Douglas A. Kittle
David Jones
Robert A. Catron
Alex C. Demetruk
John Drabison
Jean McMillion
Patricia Harris
Ronald R. Malanga
Ken Jelley
Denise Mote
Daniel Sliwinski
Joan K. Walls
James Finley
Thomas E. McLain
Dale Johnson
Patricia D. Lott
Nancy W. Kondzich
James K. Conlee
Michael S. Daniel
Donald E. Sherman
James R. Test
Charles E. Brewster

Edward Gallagher
John Klomp
Lawrence Richards
Richard Kornoelje
Lowell Shaffer
Dilbert L. Sahr
Charles A. Stiver
Richard D. Brach
Marilyn J. Thomas
Brian M. Miller
Ted Roberts
Donald R. Wheelock
Nick M. Loprire
Jeanette O. Scott
Michael R. Perry
Duane Church
Dominic & Patricia Raia
Ronald L. Mock
John Tabor
Robert Falgiano
John A. Sandberg
T. Michael Wilkinson
Barbara Burns
Janet M. Yocum
Robert E. Formaker
Guy A. Andonian
John DeCaro
Patrick Stesiak
William H. Gillespie III
Charles Chen
Dennis L. Farley
David Janowski
Glenn Branscome
James Flint
Michael J. Barker
Douglas R. Schafer
Peggy R. Chaney
Roy Smith
Bruce Gump
Marion G. Innis
Lawrence B. Smith
Paton M. Zimmerman, Jr.
James M. Alexander
Donald Gibb
James Eberhart
Jeff J. Brenske

Robert E. Dettinger
James R. Emeott
Michael Secora
Mary Miller
Frank Ventura
Raymond R. Dolney
John R. Costello
Peter Gawronski
Carl Reddersen
Ronald & Josephine Chalker
John F. Wiechart
Douglas R. Park
Patrick J. Straney
Sandra A. Tracy
Richard Benner
Edward E. Seidel
Mike Deneut
Thomas E. Hatcher
Alan William O'Grady
Virginia Frances O'Grady
Andrew Verbosky
William Mazzola
Gerald Hurayt
James W. Vause II
Richard P. Gurniak
Richard Montpas
Ruth Anne LaPort
William H. Capito
Bruce Kirkham
Thomas J. Sosnowchik
Beverly B. Austin
Raymond Polinko
Jeff & Karen Thatcher
David Trapasso
Patrick O'Laughlin
Steve Erickson
Linda K. Smith
Mark Baranski
Kenneth C. Stevens
Ronald L. Saltzman
Andrea Wright
Reid B. Lesser
James W. Stubbs
James W. Russell
Kenneth Graham
Michael Jurkiw

Elizabeth Stover
Douglas A. Rose
David M. Anderson
Anna Kimmel
Sharon A. Rauch
Arnold W. Burt
James F. Harrell
Richard K. Ross
Kathleen S. Sanford
Thomas P. Lucas
Wayne C. Brewer
Tom Lubert
Paul Talley
James B. Johnson, Jr.
Lawrence J. Lubeski
Anthony Brian Rutkowski
William J. Pipenur
Gary Robertson
Thomas D. Karvonen
Raymond Grant
Christine P. Wolcott
David Nelson
John Rasmussen
Michael Niemiec
Suzanne Dunlap
Vincent Strenk
Wayne H. Bank
Chris D. Bank
Jeffrey Johnson
John Schmidt
David J. Skolnik
Connie Blaylock
Andrew C. Gregos
Jose C. Gomez
Evie J. Manusakis
Ronald C. Bottke
Michael S. Thorson
Douglas J. Foster
Debbie Moore
Thomas Bishop
Lorenzo Nevarez
John Eilerman
Cheryl Scolaro
Chuck Joseph
Jessie Ray
Lynn R. Frisch

Tom Stevens
Alan Bellile
David & Elaine Hofius
Bruce Kirkham
Richard F. Wisecup
James Albrecht
Michael Stewart
George Frecsko
William DiFrangia
Paul Higgins
John Bernardi
Rick Cruse
Leon Karlak
David Lambert
Ashok Patwardin
Barb Reabold
Larry Spencer
Floyd Hollingsworth
Dave Volz
Fred Shaffer
Ray Wright
William B. Gifford
Donald J. Morin
James Kane
Carl S. Helms
Francis H. Ritzenthaler
Michael & Ramona Jerome
Larisa Shapiro
Marion E. Ellis
Karen A. Newbauer
Sharon Beck
Mark Smekar
Ray Gabriel
Peter Bartell
Chris DeMinco
Arthur R. Williams
Richard L. Cooper
Michael Wressel
Cary Nicholson
Sue A. Berry
Philip J. Nichols
John C. Waterman, Jr.
Meredith A. Waterman
Larry D. Groves
Robert Burnison
David Neu

Randy Post
Ronnie W. Huyck
Ray Gabriel
Chris De Minco
Michael Wressell
Gloria K. Bragg
Jeffrey Mattus
Kenneth A. Brewer
Charles D. Frantz
Joseph A. Musick, Jr.
James R. Boone
Thomas L. Knoll
Francine D. Schut
Robert Mowell
Robert J. Straub
James P. Grabowski
Rick Seagrave
Robert F. Konkle, Jr.
Thomas A. Felle, Sr.
Mary Ann Hudzik
Emil Franz
Ronald Caldwell
Richard Peters
Bruce D. Wolfe
Tom Reilly
Jeff M. Gloudemans
Connie Hoover
Robert M. Jones
Steve F. Ignatowski
Jan A. Sullivan
Michael A. Sullivan
Brenda Tidwell
Alan Kilburn
John T. Pugel
Jeanne Wilkson
Robert James
Robert A. Kirchgraber
Georgia S. Berry
Joseph DeVitto
Jimmy C. Mayne
Gloria Thompson
James A. Klemko
David Rowe
John Eilerman
Carl Rausch
Kevin Boland

J. Colton Joorfetz
James M. Aardappel
Peter E. Fogle
Christine M. Barnes
Janita Beall
Ray Thompson
Michael S. Seiler
George E. Finn
Dennis Hodge
John T. Wilson III
Steve Ottarski
Frank W. Shirley
Jo Ann Henderson King
Helena Hatten
Eddie D. Robinson
William E. Walker
David W. Rowe
Richard Loutzenhiser
Edward Bardella
Bogdan Dawidowicz
Merlin D. Bellinger
James Lazor
Ron Shimanek
Tim Tinch
Patricia D. Lott
Jorja Peterson
John A. Currie
Debbie S. Wadsworth-Dubbert
Thomas Deitzman
Erik Littrup
Larry & Linda Sutton
Kenneth L. Baldwin
Henry Ellington, Jr.
Jane E. Hagberg
Z.G. Capellas
W.J. Angelis
Al Castillo
Resta Zeremariam
William R. Moore
Gary L. Anderson
Ray N. Weingart
Patricia Diane Balciar
Michael R. Abbuhl
Willie Gardiner
Timothy M. Cogley
William A. Tomko

Richard Patrick
Walter Waligura
Dennis DelloStritto
Darlene Johnson
Michael D. Williams
Heidi Kwater
Charles Stouse
Patricia Creech-Stouse
Robert S. Scharnowske
William A. Hinton
Jeff Ziegler
John L. Martel
Avron M. Ehrlich
Kenneth R. Campbell
Roy O. Watson
Elaine Manuel
Arnold W. Burt
Myron W. Thomas
David Starr
Jack B. Faries
Ralph R. Sparks
Ronald L. Williams
Dan Pitcock
Ronald D. Smith
Joseph C. Czelusta
Anthony Cornacchione
Sharen M. Bowers
John Robison
Joseph J. Swetz, Jr.
Bonnie J. Wilson – Swetz
David L. Bixler
Thomas E. Lazor
David P. Behnke
David R. Bailey
Marilyn R. Bailey
Michael A. Malone
Laura Adams
Richard W. Garver
Kathleen S. Parzynski
James Shufflin
Berkley D. Bateman
Robert Larsen, Jr.
Larry Roger Humphrey
Mel Floyd
Sherman D. Benson
Manuel Martinez

Madan Chatterji
Thomas J. DeVilbiss
Robert D. Legacy
Ronald L. Hoffman
Cynthia A. Deuber
Edward Rock
Sharron A. Rebant
Anthony F. Mercurio, Jr.
Lawrence E. Gee
Robert R. Miles
Kurt Hertzog
Thomas Daenzer
John F. Housaman
Carol Baidinger
Brad Baidinger
Carl S. Helms
Donald J. Morin
Roger Nething
Wayne Aubel
Richard Jones
Chris A. Baker
Bang Thai
Ed Storey
George Roykouff
William D. Montgomery
Frederick J. White
Jeanne R. Lynn
Larry W. Houk
Sue Stacy
Charlene A. White
Paul Beiter
Robert Kincaid
Paul Blanchard
Charles J. Smith
Andrew Machak
Everett Morris
Jane A. Mitchell
Jerome A. Limpach
Dennis Powell
Jeff D. Rohe
Fredrick P. Wilson
John Sova
Patricia Rosa
Joy Beeler
Dan Noland
Kevin Comer

Daniel A. Crawford
Kenneth C. Stevens
Jacob Pikaart
Jane E. Richter
Fred E. Richter
David Sanchez
Tim Dawes
David C. Shuler
Susan M. Marlow
Jeff Gutterman
Donald C. Johnson
Robert E. Butler
Mark Reeves
Lynn V. Rudolph
Frank Thomas Neale III
Paul V. Palovich
Charles DeJohn
James Conger
Robert L. Miller, Jr.
Mike Meyer
Donald McLaughlin
James R. Herbert
Edward Leo
Mike Niemic
Ken Van Cise
Michael T. Moore
Leon Moore
Judith C. Middleton
Gary Paine
Andrew Razzano
Al Parish
Catherine E. Kennedy
Robert Koval
Paul Wendler
Steve Bell
George Herlinger
Robert J. Bacue
Kenneth S. Czernik
Robert S. Early
Jon Finkbeiner
Glenn H. Grundmann
Bernard A. Buxton
Cheryl Strassburg
Russ Bosch
Erin Anheier
Gail Lendvoyi

Anna L. Puett
John V. Marquez
John J. Stevens, Jr.
Daniel G. Myers
Roger Phillips
Karen Rogers

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EXHIBIT B

DELPHI

February 5, 2009

To Delphi Health and Life Program Participants:

The challenges created by a weakened global economy continue to have a dramatic impact on the automotive industry and on Delphi, with customer volumes at levels not likely to recover in the short term. We have and will continue to support our customers and manage our supply chain through this turbulent time. All of us are working on cost-reduction initiatives that have helped make a difference. However, it is essential that we take significant and immediate actions to further address the current challenges.

After consideration of factors including declining revenue and challenging market forecasts, effective April 1, 2009, Delphi will no longer provide health care and life insurance in retirement to salaried employees and retirees. In these extraordinary economic times, it is necessary for Delphi to discontinue these benefits in order to work towards further modifications to its plan of reorganization that will enable the company to emerge from Chapter 11 reorganization as soon as practicable. Delphi acknowledges these actions will impose a real hardship on former beneficiaries of these programs. However, the company's recognition of this hardship, which allowed Delphi to continue these benefits in a more robust economic environment, regretfully does not support continuing these programs in the current economic environment.

Current retirees participating in the Delphi Health Care Program for Salaried Employees and the Delphi Life & Disability Benefits Program for Salaried Employees will be affected as noted below. Specifically, effective April 1, 2009:

Health Care Coverages

- Delphi will no longer provide Corporation contributions towards health care coverages ;
- You may continue health care coverages on a self-pay basis by paying the full cost of any coverages continued (attached is a chart showing the estimated cost of the various coverages);
- Retiree Health Reimbursement Accounts will be discontinued; and
- Delphi will no longer provide the Medicare Special Benefit.

Life Insurance Coverages

- Retiree Basic Life Insurance coverage currently in effect will be terminated and you will be given the opportunity to convert this coverage to a personal policy without proof of your good health.

- Any Optional Life, Dependent Life and/or Personal Accident Insurance currently in effect will not be cancelled as long as you continue to make the required premium payments which remain the same.
- Retirees affected by the termination of Basic Life Insurance will have a one-time opportunity to increase Optional Life Insurance coverage by one level or elect coverage at the first level. Proof of your good health will be required.

By the end of February, you will be mailed an election kit that will allow you to elect continuation of Health Care coverages. An election must be made no later than March 27, 2009 in order to avoid any break in coverage. The ability to continue Health Care coverages on a self-pay basis is contingent upon you making a timely election (i.e., by March 27, 2009). Elections postmarked after March 27, 2009 will not be accepted. Additionally, if you discontinue coverage for any reason (e.g., non-payment, late payment) Health Care coverages will not be reinstated.

Also, by the end of February, a separate election kit will be mailed with the necessary forms and instructions regarding the special Optional Life Insurance enrollment opportunity. You will have 31 days from the date of that election kit to make an enrollment decision. Elections post marked after this 31-day period will not be processed.

The attached Question & Answer document provides additional information concerning these changes. Specific questions about health care and life insurance should be addressed to the National Benefit Center by calling 1-866-335-7444 or at www.delphinbc.com.

On February 4, 2009, Delphi filed a motion with the US Bankruptcy court concerning these changes. The impacted benefits are generally referred to as Other Post Employment Benefits (OPEB). You will receive a copy of the motion in the mail at your home address. A copy of the motion can also be found on www.delphidocket.com. Any responses to the motion will need to be filed with the Bankruptcy Court no later than February 17, 2009.

The state of the global economy, market changes in response to these challenges and our business plan to exit bankruptcy in the U.S. create a very dynamic situation with respect to salaried employee plans and policies. We regret that these changes are necessary, please understand that recommended changes are only implemented after careful consideration of market conditions, affordability and the impact on employees with the intent of maintaining a viable global business now and in the future.

Delphi Corporation

Estimated 2009 Retiree Self-Pay Rates

Rates shown below are Monthly Rates							
Health Plan Name	Employee Only	Employee and Spouse	Employee and Child(ren)	Family	Spouse Only	Child(ren) Only	Spouse & Child(ren)
Enhanced Medical Plan	\$666.00	\$1,332.00	\$1,198.80	\$1,864.80	\$666.00	\$666.00	\$1,198.80
Point-of-Service Plan	\$636.00	\$1,272.00	\$1,144.80	\$1,780.80	\$636.00	\$636.00	\$1,144.80
Comprehensive Health Savings Plan	\$332.00	\$664.00	\$597.60	\$929.60	\$332.00	\$332.00	\$597.80
Health Net (Southern CA)	\$520.99	\$1,094.08	\$989.88	\$1,458.77	N/A	N/A	N/A
Advantage Health Plan (IN)	\$502.72	\$1,055.77	\$955.17	\$1,407.62	N/A	N/A	N/A
HAP (MI)	\$333.43	\$700.21	\$633.52	\$933.60	N/A	N/A	N/A
Priority Health West (MI)	\$507.89	\$1,066.57	\$965.02	\$1,422.20	N/A	N/A	N/A
Blue Care Network (Southeast Michigan)	\$312.81	\$656.90	\$594.34	\$875.87	N/A	N/A	N/A
Priority Health East (MI)	\$377.92	\$793.67	\$718.07	\$1,058.22	N/A	N/A	N/A
Health Plus of Michigan (MI-Flint)	\$386.05	\$810.70	\$733.49	\$1,080.93	N/A	N/A	N/A
Health Plus of Michigan (MI-SE Mich)	\$304.99	\$640.48	\$579.48	\$853.97	N/A	N/A	N/A
Health Plus of Michigan (MI-Saginaw)	\$399.75	\$839.49	\$759.54	\$1,119.32	N/A	N/A	N/A
Blue Care Network (MI-East/Saginaw)	\$404.59	\$849.64	\$768.73	\$1,132.85	N/A	N/A	N/A
Blue Care Network (Mid-Michigan)	\$404.59	\$849.64	\$768.73	\$1,132.85	N/A	N/A	N/A
Blue Care Network (East/Flint Michigan)	\$368.60	\$774.06	\$700.34	\$1,032.08	N/A	N/A	N/A
Blue Point 2 (NY-Rochester)	\$370.98	\$853.26	\$934.13	\$983.10	N/A	N/A	N/A
United HealthCare (Dayton/Cinci)	\$600.59	\$1,261.24	\$1,141.12	\$1,681.64	N/A	N/A	N/A
Kaiser Permanente (OH)	\$419.44	\$880.82	\$796.94	\$1,174.43	N/A	N/A	N/A
Health Assurance - Warren/Youngstown (OH)	\$550.38	\$1,155.79	\$1,045.72	\$1,541.06	N/A	N/A	N/A
Dental	\$44.00	\$88.00	\$79.20	\$123.20	N/A	N/A	N/A
Vision	\$3.00	\$6.00	\$5.40	\$8.40	N/A	N/A	N/A
Extended Care Coverage	\$11.00	\$22.00	\$19.80	\$30.80	N/A	N/A	N/A

Notes: Rates are evaluated on an annual basis and are subject to change.

Spouse Only, Child(ren) Only, Spouse & Child(ren) are available only to retirees who are Medicare eligible and age 65 or older.

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EXHIBIT C



1983

PERSONAL BENEFIT SUMMARY

YOUR SHARE OF THE GM BENEFIT PROGRAM

PREPARED FOR:

Based on your personal data as of December 31, 1982

Over the years General Motors has enjoyed tremendous prosperity — prosperity that has been shared with employees through jobs that provide high pay and generous benefits. But, as you know, economic conditions changed and these are not yet prosperous times. Nevertheless, we continue to remain highly competitive with other major companies in our employee benefit programs, and in most respects are second to none in North America.

Your benefit program coverages represent a significant part of your total compensation and a very large portion of GM's cost structure. Because of their importance, this 1983 Personal Benefit Summary has been developed for you. In reviewing it, I hope that you will see how the Corporation's investment in you translates to opportunity and protection for you and your family. It is also a reflection of how this company values its salaried employees who are second to none.

Chairman

HEALTH CARE BENEFITS

Basic Medical Care

100% of semiprivate room, board, and other hospital charges for up to 365 days, or 730 days in an approved nursing facility.

100% of covered doctors' charges for surgery, obstetrics, anesthesia, hospital visits, and consultations.

100% of the charge in excess of \$3 for each covered prescription.

100% of the charges for outpatient hospital emergency care, laboratory services, x-rays, and certain other services.

100% of the charges for hearing aids, including tests to measure hearing loss. Also, an allowance is provided for tests to determine the appropriate hearing aid.

Dental Care

While you are actively at work, the plan pays:

100% of fees for examinations and cleaning, 90% for fillings, x-rays, and extractions, and 50% for bridgework, dentures, and teeth straightening. The maximum dental benefits are \$1000 per person per year, with a lifetime maximum of \$800 per eligible person for teeth straightening.

Vision Care

Benefits are provided for examination, lenses and certain frames. Your copayment for each covered individual during any 12 consecutive months generally will not exceed \$12.50 for covered services and materials.

Major Medical

For expenses not paid by your basic coverages:

80% of most remaining medical expenses which exceed the annual deductible amount of \$125 for you or an eligible family member, or \$250 for two or more eligible family members. Your total out-of-pocket cost (for other than outpatient psychiatric care, allergy treatment and chiropractic care) would not be more than \$1,125 per year for each individual, unless the \$50,000 maximum reimbursable amount per year for each individual is exceeded. There is no maximum on lifetime benefits.

YOU AND ELIGIBLE FAMILY MEMBERS ARE ENROLLED FOR:
BASIC, DENTAL, VISION AND MAJOR MEDICAL COVERAGES.

service is 14 YEARS AND 6 MONTHS.
Your contributions are:

Prior to 7-1-77

7-1-77 to 10-1-79

After 10-1-79..... \$535.50

If you work for GM until age 65 in 2013 your estimated monthly retirement income would be:

From the Retirement Program

—Noncontributory benefits \$863.00

—Contributory benefits \$1,541.00*

From Social Security

—Yourself..... \$839.00

—Dependent spouse at age 65 \$420.00

Total Monthly \$3,663.00

Estimated retirement benefits are based on the assumption that your current pay will stay the same until retirement. Retirement payments are for your life only (If you elect a survivor option, benefits would be reduced).

Estimates of your retirement income at other ages are available upon request from your Personnel Office.

Plus

If you retire from GM (except at employee option between ages 55 and 60 when your age and credited service total less than 85):

- You may take your Savings-Stock Purchase Program account in a lump sum, or convert your account to a lifetime annuity.
- Your health care coverage will be continued for your lifetime.
- A portion of your Life Insurance and Personal Accident Insurance may be continued for your lifetime. Optional Life Insurance may be continued until age 70.

* ASSUMES CONTINUED CONTRIBUTIONS TO AGE 65 AND NO WITHDRAWALS.

DISABILITY INCOME

Monthly Payments

If you become disabled you may be eligible to receive salary continuation and/or disability benefits of

\$3,207 PER MONTH FOR 26 WEEKS AND

\$2,122 PER MONTH FOR THE NEXT 27 WEEKS.

If you remain disabled, you may be eligible for continuing disability benefits from several sources, totaling

\$1,742 per month to age 65. Thereafter, you may be eligible for continuing Social Security benefits of \$713 per month plus GM retirement* benefits of \$429 per month payable for life.

In addition, if you have a dependent spouse and one or more children, they could receive up to \$357 per month from Social Security.

Plus

Depending on your eligibility and enrollment status, other benefits may be payable if you are totally and permanently disabled:

- Monthly installment payments of basic life insurance following expiration of extended disability benefits because you had less than 10 years of credited service when you became totally and permanently disabled.
- Monthly installments of Personal Accident Insurance.
- Entire account balance under GM Savings-Stock Purchase Program, including GM's contributions.

* PLUS ENTIRE EMPLOYEE STOCK OWNERSHIP ACCOUNT BALANCE.

*Retirement benefits are projected only for employees with ten or more years of credited service.

INCOME SECURITY

IF YOU ARE LAID OFF, YOU ARE ELIGIBLE FOR SEMI-MONTHLY PAYMENTS OF \$1,202.52 UNDER THE LAYOFF BENEFIT PLAN FOR 6 MONTHS. THEREAFTER, YOU ARE ELIGIBLE FOR SEMI-MONTHLY PAYMENTS OF \$962.02 FOR 18 MONTHS. THESE PAYMENTS WILL BE REDUCED BY UNEMPLOYMENT COMPENSATION TO WHICH YOU ARE ENTITLED, STATE DISABILITY BENEFITS AND ANY GM PAY RECEIVED, AND 75% OF ANY EARNINGS RECEIVED FROM ANOTHER EMPLOYER OR FROM SELF-EMPLOYMENT.

EMPLOYEES WITH 15 OR MORE YEARS OF SERVICE AT THE TIME OF LAYOFF (10 OR MORE YEARS IF THE LAYOFF IS DUE TO A PLANT CLOSING) MAY BE ELIGIBLE TO RECEIVE INCOME PROTECTION PLAN BENEFITS AFTER LAYOFF BENEFIT PLAN PAYMENTS END. BENEFITS CAN CONTINUE UNTIL RETIREMENT, OR UP TO AGE 62, WHICHEVER COMES FIRST. DEPENDING ON YEARS OF SERVICE, SEMI-MONTHLY INCOME WOULD RANGE FROM 50% TO 60% OF BASE PAY AND COLA AS OF THE LAST DAY WORKED, INCLUDING ANY EARNINGS AND STATUTORY BENEFIT ENTITLEMENT.

INVESTMENT PLANS
Order and Exhibits

Pg 23 of 28

Savings-Stock Purchase Program**Total Value of your Account at the end of 1982**

U.S. Savings Bonds (at cost)

Diversified U.S.

Securities @

GM Common Stock @ \$62.62

\$478

Income Fund

Equity Index Fund @

Cash

Total

The statement below shows your account status. Shares of GM stock purchased with GM's contributions and with dividends on GM's contributions during 1980, 1981 and 1982 are subject to being "earned out" in accordance with the terms of the Program.

YOUR SAVINGS FROM 1/1/82**THROUGH 7/31/82 = \$420.00.****ANNUAL STATEMENT OF ACCOUNT**

		Classes Earned Out		Classes Not Earned Out		TOTAL
		Through 1979	1980	1981	1982	
Your Savings					\$300	\$300
Purchased with Your Savings and earnings on Your Savings	1. U.S. Savings Bonds					
	2. Diversified U.S. Securities					
	3. GM Common Stock	UNITS	UNITS	UNITS	UNITS	UNITS
	4. Income Fund	SHARES	SHARES	SHARES	5.8358	5.8358
	5. Equity Index Fund	UNITS	UNITS	UNITS	UNITS	UNITS
	Cash Balance Plus Interest					
Purchased with GM Contributions	GM Common Stock	SHARES	SHARES	SHARES	1.7509	1.7509
	GM Common Stock	SHARES	SHARES	SHARES	.0494	.0494

Employe Stock Ownership Plan

The statement below shows your account status as of December 31, 1982. It includes shares of GM common stock purchased with any voluntary contributions you made, and with matching contributions made by GM, during 1982 for Plan Year 1981.

ANNUAL STATEMENT OF ACCOUNT

Shares Purchased With

Plan Year	GM Automatic Contribution	*Your Contribution	*GM Matching Contribution	All Dividends	Total Shares
1975-1980	12.5233	5.3619	4.4501	5.3022	27.6375
1981	3.0066			.0301	3.0367
Total	15.5299	5.3619	4.4501	5.3323	30.6742

*Although the amount contributed by GM to match your voluntary contribution, if any, is the same, the number of shares allocated to your account may be different because the shares are purchased at different times at different market costs. For Plan Year 1981, you and GM contributed \$62.62 the market value of your account was \$1,920.97. Based on the December 31, 1982 GM common stock price of

Personal Retirement Income Plan

You may contribute up to \$2000 annually (\$2250 if you have a non-working spouse, \$4000 if you have a working spouse who earns at least \$2000 annually) to an Individual Retirement Account (IRA). Through the convenience of payroll deductions, you can make contributions to the Personal Retirement Income Plan, sponsored by Putnam Fund Distributors, Inc. The amount you contribute is deductible from your gross income for Federal tax purposes. If you enrolled in the Personal Retirement Income Plan an annual statement of your account has been provided to you by Putnam.

Monthly Payments*

From the Insurance Program:

\$300 to an eligible survivor, for up to 24 months (\$175 if certain Social Security benefits are payable). Thereafter, your spouse who, upon your death, was 1) at least age 45, or 2) whose age, when added to your years of service, totals 55 or more, would be paid \$300 a month until the earlier of age 62, remarriage or entitlement to unreduced Social Security because of your death.

From the Retirement Program:

A noncontributory benefit of **NOT ELIGIBLE** for your spouse's lifetime when Insurance Program survivor benefits are not payable or are waived.

(B) Contributory benefits of **\$58 PER MONTH** would begin immediately for your spouse's lifetime in lieu of return of contributions.

From Social Security:

Social Security could pay a surviving spouse and children as much as **\$1,286 PER MONTH**.

*Assumes you have been married at least one year and your spouse is the same age as you.

Optional Dependent Insurance:

\$10,000 Life Insurance—spouse

\$2,000 Life Insurance—each child

Contributory Personal Accident Insurance, which provides additional coverage for death, dismemberment, and certain other conditions resulting from bodily injury sustained in an accident, also is available to you.

Lump-sum payments

\$77,900 Basic Life Insurance
\$194,600 Optional Life Insurance
\$478 Savings-Stock Purchase Program
SEE (B) Retirement Program contributions
\$255 Social Security death payment
\$1,920 EMPLOYEE STOCK OWNERSHIP

\$275,153 Total

Plus, if death is accidental:

\$38,950 Extra Accident Insurance
\$38,950 Extra Accident Insurance (while on company business)

Plus

GM will pay for health care coverages for your spouse and eligible children if you die while actively employed provided you:

- 1) Elected the Retirement Program contributory surviving spouse option and had 10 years or more of credited service, or
- 2) Were eligible to retire voluntarily (except between ages 55 and 60 when your age and credited service total less than 85).

ADDING IT ALL UP

The combined GM Benefit Plans add significantly to the total pay you receive for the work you do. On an annualized basis,

YOUR SALARY IS.....
COST OF LIVING ALLOWANCE.. \$4,534
BENEFITS INCLUDING \$2,391
FOR SOCIAL SECURITY..... \$11,344
TOTAL..... \$49,824*

*** YOU ARE ELIGIBLE FOR 4.0 WEEKS OF VACATION, AND 11 HOLIDAYS IN 1983, AT A COST OF \$4,588 TO GM.**

GM's cost for your benefits is even higher than indicated, because you enjoy many benefits for which costs have not been calculated for this statement. These include:

- Salary continuation payments
- Unemployment and Workers Compensation
- Tuition Refund Plan
- GM layoff or separation allowance benefits
- Suggestion Plan
- New Vehicle Purchase Program

This personal summary has been prepared for you based on information as of December 31, 1982. Every effort has been made to give you figures that are accurate and up to date.

Eligibility for benefits and the actual amount of payment under all of GM's plans that make up your benefit program must be determined under the legal documents that apply to each plan.

General Motors does not have access to your complete earnings records for Social Security purposes. Therefore, Social Security benefits in this statement are estimates only. If you earned less than the maximum amount subject to Social Security taxes, your Social Security benefits may be lower than the amounts shown above.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	Chapter 11
In re	:	
	:	Case No. 05-44481 (RRD)
DELPHI CORPORATION, et al.,	:	
	:	(Jointly Administered)
	:	
-----X	:	

EXHIBIT D

DELCO ELECTRONICS DIVISION
KOKOMO PLANT
700 EAST FIRMIN STREET
KOKOMO IN 46902



PERSONAL BENEFIT SUMMARY YOUR SHARE OF THE GM BENEFIT PROGRAM

PREPARED FOR:

Based on your personal data as of December 31, 1983

The benefit coverages provided for you are a measure of the Corporation's appreciation for your contribution to GM's outstanding success in 1983. This was a year we can all take pride in . . . a year of record sales and profits. As partners in GM's success, those profits now have been shared with our salaried employees.

As you study your 1984 Personal Benefit Summary, I feel confident the Corporation's continuing commitment to you as a member of our salaried workforce is evident.

Chairman

HEALTH CARE BENEFITS

Basic Medical Care

100% of semiprivate room, board, and other hospital charges for up to 365 days, or 730 days in an approved nursing facility.

100% of covered doctors' charges for surgery, obstetrics, anesthesia, hospital visits, and consultations.

100% of the charge in excess of \$3 for each covered prescription.

100% of the charges for outpatient hospital emergency care, laboratory services, x-rays, and certain other services.

100% of the charges for hearing aids, including tests to measure hearing loss. Also, an allowance is provided for tests to determine the appropriate hearing aid.

Dental Care

While you are actively at work, the plan pays:

100% of fees for examinations and cleaning, 90% for fillings, x-rays, and extractions, and 50% for bridgework, dentures, and teeth straightening. The maximum dental benefits are \$1000 per person per year, with a lifetime maximum of \$800 per eligible person for teeth straightening.

Vision Care

Benefits are provided for examination, lenses and certain frames. Your copayment for each covered individual during any 12 consecutive months generally will not exceed \$12.50 for covered services and materials.

Major Medical

For expenses not paid by your basic coverages:

80% of most remaining medical expenses which exceed the annual deductible amount of \$125 for you or an eligible family member, or \$250 for two or more eligible family members. Your total out-of-pocket cost (for other than outpatient psychiatric care, allergy treatment and chiropractic care) would not be more than \$1,125 per year for each individual, unless the \$50,000 maximum reimbursable amount per year for each individual is exceeded. There is no maximum on lifetime benefits.

YOU AND ELIGIBLE FAMILY MEMBERS ARE ENROLLED FOR:
BASIC, DENTAL, VISION AND MAJOR MEDICAL COVERAGES.

RETIREMENT BENEFITS

05-44481-rdd Doc 14886-1

Filed 02/17/09

Entered 02/17/09

17:08:50

Proposed

Through December 31, 1983, your credited service is **7 YEARS AND 1 MONTHS.**

Your contributions are:

Prior to 7-1-77

7-1-77 to 10-1-79

After 10-1-79..... **\$399.96**

If you work for GM until age 65 in 2018 your estimated monthly retirement income would be:

From the Retirement Program

—Noncontributory benefits **\$792.00**

—Contributory benefits **\$1,546.00***

From Social Security

—Yourself..... **\$840.00**

—Dependent spouse at age 65 **\$420.00**

Total Monthly \$3,598.00

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assumption that your current pay will stay the same until retirement. Retirement payments are for your lifetime only (If you elect a survivor option, benefits would be reduced).

Estimates of your retirement income at other ages are available upon request from your Personnel Office.

Plus

If you retire from GM (except at employee option between ages 55 and 60 when your age and credited service total less than 85):

- You may take your Savings-Stock Purchase Program account in a lump sum, or convert your account to a lifetime annuity.
- Your health care coverage will be continued for your lifetime.
- A portion of your Life Insurance and Personal Accident Insurance may be continued for your lifetime. Optional Life Insurance may be continued until age 70.

* ASSUMES CONTINUED CONTRIBUTIONS TO AGE 65 AND NO WITHDRAWALS.

DISABILITY INCOME

Monthly Payments

If you become disabled you may be eligible to receive salary continuation and/or disability benefits of

\$3,171 PER MONTH FOR 13 WEEKS AND

\$2,043 PER MONTH FOR THE NEXT 40 WEEKS.

If you remain disabled, you may be eligible for continuing disability benefits from several sources, totaling

\$1,634 per month to age **38**. Thereafter, you may be eligible for continuing Social Security benefits of **\$790** per month plus GM retirement* benefits of per month payable for life.

In addition, if you have a dependent spouse and one or more children, they could receive up to per month from Social Security.

\$395

Plus

Depending on your eligibility and enrollment status, other benefits may be payable if you are totally and permanently disabled:

- Monthly installment payments of basic life insurance following expiration of extended disability benefits because you had less than 10 years of credited service when you became totally and permanently disabled.
- Monthly installments of Personal Accident Insurance.
- Entire account balance under GM Savings-Stock Purchase Program, including GM's contributions.

* PLUS ENTIRE EMPLOYEE STOCK OWNERSHIP ACCOUNT BALANCE.

*Retirement benefits are projected only for employees with ten or more years of credited service.

INCOME SECURITY

IF YOU ARE LAID OFF, YOU ARE ELIGIBLE FOR SEMI-MONTHLY PAYMENTS OF **\$1,189.20** UNDER THE LAYOFF BENEFIT PLAN FOR **6 MONTHS**. THEREAFTER, YOU ARE ELIGIBLE FOR SEMI-MONTHLY PAYMENTS OF **\$951.36** FOR **6 MONTHS**. THESE PAYMENTS WILL BE REDUCED BY UNEMPLOYMENT COMPENSATION TO WHICH YOU ARE ENTITLED, STATE DISABILITY BENEFITS AND ANY GM PAY RECEIVED, AND 75% OF ANY EARNINGS RECEIVED FROM ANOTHER EMPLOYER OR FROM SELF-EMPLOYMENT.

Savings-Stock Purchase Program**Total Value of your Account at the end of 1983***

U.S. Savings Bonds (at cost)

Diversified U.S.

Securities @

GM Common Stock @

Income Fund

Equity Index Fund @

Cash..... NOT ELECTED

Total

The statement below shows your account status. Shares of GM stock purchased with GM's contributions and with dividends on GM's contributions during 1981, 1982 and 1983 are subject to being "earned out" in accordance with the terms of the Program.

ANNUAL STATEMENT OF ACCOUNT

		Classes Earned Out		Classes Not Earned Out		TOTAL
		Through 1980	1981	1982	1983	
Your Savings						
Purchased with Your Savings and earnings on Your Savings	1. U.S. Savings Bonds					
	2. Diversified U.S. Securities	UNITS	UNITS	UNITS	UNITS	UNITS
	3. GM Common Stock	SHARES	SHARES	SHARES	SHARES	SHARES
	4. Income Fund					
	5. Equity Index Fund	UNITS	UNITS	UNITS	UNITS	UNITS
	Cash Balance Plus Interest					
Purchased with GM Contributions	GM Common Stock	SHARES	SHARES	SHARES	SHARES	SHARES
	GM Common Stock	SHARES	SHARES	SHARES	SHARES	SHARES

Employee Stock Ownership Plan

The statement below shows your account status as of December 31, 1983. It includes shares of GM common stock purchased with any voluntary contributions you made, and with matching contributions made by GM, during 1983 for Plan Year 1982.

ANNUAL STATEMENT OF ACCOUNT

Shares Purchased With

Plan Year	GM Automatic Contribution	*Your Contribution	*GM Matching Contribution	All Dividends	Total Shares
1975-1981	5.2967			.4637	5.7604
1982	1.5260			.0207	1.5467
Total	6.8227			.4844	7.3071

*Although the amount contributed by GM to match your voluntary contribution, if any, is the same, the number of shares allocated to your account may be different because the shares are purchased at different times at different market costs. For Plan Year 1982, you and GM contributed . Based on the December 31, 1983 GM common stock price of the market value of your account was \$543.92.

Personal Retirement Income Plan

You may contribute up to \$2000 annually (\$2250 if you have a non-working spouse, \$4000 if you have a working spouse who earns at least \$2000 annually) to an Individual Retirement Account (IRA). Through the convenience of payroll deductions, you can make contributions to the Personal Retirement Income Plan, sponsored by Putnam Fund Distributors, Inc. The amount you contribute is deductible from your gross income for Federal tax purposes. If you enrolled in the Personal Retirement Income Plan an annual statement of your account has been provided to you by